

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF MISSOURI**

<b>BANK OF AMERICA, N.A., a national banking association,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. : 4:10 – cv – 00563</b>
	)	
<b>ANALYTICS, INC., a Missouri corporation, et al.,</b>	)	
	)	
<b>Defendants.</b>	)	

**RESPONSE TO RECEIVER’S MOTION FOR ORDER AUTHORIZING PLACEMENT  
OF RESEARCH ANIMALS IN ANIMAL SANCTUARIES AND INDEMNIFYING  
PARTIES FROM ANY FURTHER LIABILITY ASSOCIATED THEREWITH**

Plaintiff Bank of America, N.A. (“Bank of America”) in support of the *Motion for Order Authorizing Placement of Research Animals in Animal Sanctuaries and Indemnifying Parties From Any Future Liability Associated Therewith* filed by Morris-Anderson and Associates, Ltd., the duly-appointed receiver in this case (the “Receiver”), states as follows:

1. On April 1, 2010, Bank of America filed its Complaint (the “Complaint”) seeking to recover certain amounts owed by Defendants Analytics, Inc., AniClin Preclinical Services, LLC, AvivoClin Clinical Services, LLC, Azopharma Contract Pharmaceutical Services, LLC, CAS-MI Laboratories, LLC, and Chemir Analytical Services, LLC.

2. Concurrently with the filing of the Complaint, Bank of America filed its *Emergency Motion for Turnover of Collateral and For Appointment of Receiver* (the “Motion”). In the Motion, Bank of America sought an order appointing the Receiver as receiver of the Collateral (as defined in the Complaint) in the possession of certain Defendants.

3. In the Motion, Bank of America did not immediately seek turnover or receivership of the Collateral in the possession of AniClin Preclinical Services, LLC

(“AniClin”), an animal research and testing facility in possession of approximately 120 dogs and 55 monkeys (the “Animals”). Being mindful of the unique challenges involved with the care of live Animals, Bank of America proposed that AniClin remain in possession of the Animals, administering their care and overseeing their subsequent placement, with funding to be provided by Bank of America. Motion ¶ 4.

4. Despite Bank of America’s repeated requests, AniClin ignored Bank of America’s invitation to care for and place the Animals at Bank of America’s expense. Following AniClin’s silence, Bank of America was left with no choice except to request this Court to charge the Receiver with the disposition of all of the Collateral, including the Animals, in the possession of AniClin.

5. Considering that AniClin refused every opportunity to place the Animals itself or to provide guidance regarding the optimal disposition of the Animals, Defendants’ criticism of the Receiver’s proposal to place the Animals in sanctuaries is both unreasonable and insincere.

6. The Receiver has explored a number of options concerning the disposition of the Animals, balancing the need to maximize the benefit to the Receivership Estate while providing for the humane care and maintenance of the Animals. Bank of America wholeheartedly endorses the Receiver’s proposal to place the Animals with the various animal sanctuaries identified by Receiver, upon receipt of the appropriate indemnities and waivers from such animal sanctuaries.

For these reasons, Bank of America respectfully requests that this Court grant the Receiver’s Motion and enter an Order authorizing all of the relief sought by Receiver.

This 22nd day of June, 2010.

Respectfully submitted,

BRYAN CAVE LLP

By: /s/ Brian C. Walsh  
Lloyd A. Palans, #22650, #4024  
Brian C. Walsh, #58091, #371828  
One Metropolitan Square  
211 North Broadway, Suite 3600  
St. Louis, Missouri 63102-2750  
Phone: (314) 259-2000  
Fax: (314) 259-2020

Attorneys for Bank of America, N.A.

**Certificate of Service**

I hereby certify that on June 22, 2010, the foregoing was filed electronically with the Clerk of Court to be served by operation of the Court's electronic filing system upon the following:

Robert A. Breidenbach  
GOLDSTEIN AND PRESSMAN, P.C.  
121 Hunter Avenue  
Suite 101  
St. Louis, MO 63124

David A. Warfield  
THOMPSON COBURN, LLP  
One US Bank Plaza  
St. Louis, MO 63101

Allison E. Graves  
THOMPSON COBURN, LLP  
One US Bank Plaza  
St. Louis MO 63101

/s/ Brian C. Walsh